

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF MASSACHUSETTS

VANTAGE FINANCIAL SERVICES, INC.,
Plaintiff

v.

CIVIL ACTION NO. 04-11686WGY

NONPROFIT SERVICE GROUP, INC. and
GEORGE E. MILLER,
Defendants

AFFIDAVIT OF GEORGE E. MILLER

I, George E. Miller, upon oath, do hereby depose and say the following based upon my personal knowledge:

1. I reside at 1130 Marion Avenue, McLean, Virginia.
2. I am an attorney licensed to practice law in the State of Missouri, and I am the President of Nonprofit Service Group, Inc. ("Nonprofit").
3. I submit this Affidavit in opposition to the motion of Vantage Financial Services, Inc. ("Vantage") to vacate Order of Dismissal and Enter Judgment in the amount of \$250,000.
4. Nonprofit is a Virginia corporation with a principal place of business at 200 North Glebe, Arlington, Virginia.
5. Nonprofit is a small company. Its staff consists of two full-time and two part-time employees, and it had gross revenues under \$175,000 in 2006 and even less in 2005. Its client base primarily consists of charities and nonprofit organizations. Nonprofit frequently provides pro bono services to its clients because of their typically limited financial resources.

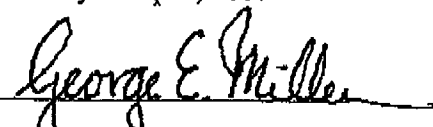
6. Immediately following the settlement agreement in this case, I began to prepare to put my home on the market to satisfy my financial obligations as contemplated under the settlement agreement. After selecting a broker, assessing the home's likely market value and preparing the home to be marketed for sale, the home was listed for sale in May 2006 by a licensed real estate broker who had already begun the process of marketing the home in March and April 2006. The home is located in McLean, Virginia, is jointly owned with a third-party, and is subject to the rights of secured creditors. The joint owner of the residence is under no obligation to pay anything to Vantage; although she has agreed to sell the home, she is unable to finance more debt by further borrowing against the value of the property.

7. Plummeting real estate sales over the course of the past year has impacted the marketability of my residence, such that to date I have yet to receive an offer to buy my home.

8. While the softening real estate market has impeded my ability to make the settlement payment, I continue to market my residence for sale with the assistance of experienced real estate professionals. It is my intention to accept a fair price for my home that will enable me to make good on my settlement obligation. I believe that the market in my area is showing signs of improvement and based on recent interest in the home, I am hopeful that I will be able to realize sufficient net sales proceeds soon to satisfy Plaintiff's unsecured claim to payment under the settlement agreement.

9. Absent the sale of real estate, I lack sufficient financial resources to pay \$250,000 to Vantage, but I continue to acknowledge my obligation to do so, and I am making every effort to do so.

Signed under the pains and penalties of perjury this 2nd day of April, 2007


George E. Miller

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CERTIFICATE OF SERVICE

I, Richard L. Nahigian, hereby certify that on this 2nd day of April, 2007, I served the within Affidavit of George E. Miller by causing a copy thereof to be sent electronically to the registered participants in this case, and paper copies mailed via first class, postage prepaid to the non-registered participants in this case, if any, as identified on the Notice of Electronic Filing (NEF).

/s/ Richard L. Nahigian

Richard L. Nahigian

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